

Exhibit A
To Registration Statement
Pursuant to the Foreign Agents Registration Act of 1938, as amended

Privacy Act Statement. Every registration statement, short form registration, supplemental statement exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of Registrant Hill and Knowlton, Inc. 600 New Hampshire Ave., NW Suite 601 Washington, D.C. 20037	2. Registration No. 3301
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2. Name of foreign principal Flanders' Foreign Investment Office, Government of Flanders	4. Principal address of foreign principal Leuvenseplein 4 1000 Brussels, Belgium
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5. Indicate whether your foreign principal is one of the following:

☒ Foreign government

☐ Foreign political party

☐ Foreign or domestic organization: If either, check one of the following:

☐ Partnership

☐ Committee

☐ Corporation

☐ Voluntary group

☐ Association

☐ Other (specify) _____

☐ Individual-State nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant. Government of Flanders

b) Name and title of official with whom registrant deals. Jean-Pierre Vandeloop, Managing Director

7. If the foreign principal is a foreign political party, state:

a) Principal address.

b) Name and title of official with whom registrant deals.

N/A

c) Principal aim

Formerly OBD-67

8. If the foreign principal is not a foreign government or a foreign political party,

N/A

a) State the nature of the business or activity of this foreign principal

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Owned by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Directed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Financed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Subsidized in part by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page must be used.)

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

Date of Exhibit

Dec. 23, 1997

Name and Title

James C. Jewwings
Ex. Managing Dir.

Signature

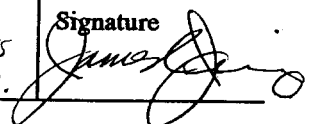


Exhibit B
To Registration Statement
Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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1. Name of Registrant

Hill and Knowlton, Inc.

2. Registration No.

3301

3. Name of Foreign principal

Flanders' Foreign Investment Office, Government of Flanders

Check Appropriate Boxes:

4. ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. ☒ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by referenced in such correspondence.

6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement of understanding.

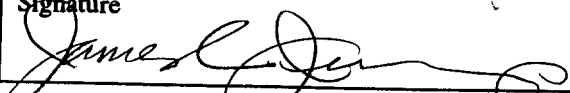
Hill and Knowlton will provide counsel and assistance regarding media relations for foreign principal.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.
See item 7

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

N/A

Date of Exhibit B	Name and Title	Signature
Dec. 23, 1997	JAMES C. FENWICK Ex. Managing Dir.	

Footnote: Political activity is defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political interests, policies, or relations of a government of a foreign country or a foreign political party.



Flanders' Foreign Investment Office
Government of Flanders

Mr. Arthur C. Forster
Senior Managing Director
Hill & Knowlton
International public Relations/Public Affairs
466 Lexington Avenue
New York, NY 10017
USA

JPV/lk

Brussels, July 30, 1997

Dear Mr. Forster,

Re. : Purchase order for professional services for our promotional event in NYC on Sept. 11, 1997.

I refer to my request for proposal of last July 23 and your proposal to my office as per yesterday, July 28.

Herewith, we confirm to order following services from Hill and Knowlton as per your proposal of July 28, 1997.

The total price, all inclusive except taxes is : US\$ 16,250

A. Develop, Coordinate and Manage Media Promotion Plan :

Hill and Knowlton will prepare a media relations program aimed at both achieving increased awareness in the U.S. business press of the benefits of investing in Flanders and obtaining reporting in Belgium on the Minister-President's efforts in New York.

B. One-On-One Interviews :

Hill and Knowlton will arrange interviews for the Minister-President with reporters for selected business publications and seek interviews with select broadcast reporters.



C. Ring Opening Bell at New York Stock Exchange :

Hill and Knowlton will seek to arrange an opportunity for the Minister-President to ring the opening bell at the New York Stock Exchange. This would also provide selected media representatives the chance to record the event on film and video.

D. Invite Media to Attend September 11 Luncheon :

Hill and Knowlton will identify a list of appropriate reporters to invite to the luncheon. We will make follow-up calls to those invited to urge their attendance.

E. Press Kits :

Hill and Knowlton will coordinate with the Flanders' Foreign Investment Office (FFIO) to develop background material and fact sheets to include in press kits to give to reporters with whom the Minister-President has one-on-one meetings and those media representatives who attend the luncheon.

F. Arrange Photo Coverage and Seek Photo Distribution :

Hill and Knowlton will retain a professional still photographer to capture key moments of the visit by the Minister-President and will seek distribution of photos from the luncheon by the major wire services.

G. Monitor Media Coverage :

Hill and Knowlton will monitor all media reports on the Minister-President's New York visit. Copies of all articles and broadcast reports will be sent to the FFIO.

H. Courtesy Call/Photo Opportunity with Mayor Guiliani :

Hill and Knowlton will seek to arrange a courtesy meeting between the Minister-President and New York City Mayor Guiliani on 10 or 11 September. As noted above, a photographer will be retained to document this, and other, events.

COSTS

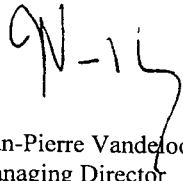
A. Professional Staff Costs for Media Program :	\$ 12,500
B. Photographer Fees :	\$ 2,500
C. Out-of-Pocket-Expenses (Administrative costs, fax, phone, etc.) :	\$ 1,250
TOTAL COST OF HILL AND KNOWLTON SERVICES :	\$ 16,250



The invoices have to be drawn up in triplicate, signed personally with the following mention "Declared valid and incorruptible for the amount of ...", addressed to Mr. Jean-Pierre Vandeloo, Managing Director, Flanders' Foreign Investment Office, Leuvenseplein 4, 1000 Brussels, Belgium.

The payment will be made in accordance with the Statute Law of Belgium. If the invoices are not drawn up in accordance to these directives, we will not be able to pay.

Yours sincerely,



Jean-Pierre Vandeloo
Managing Director

Hill and Knowlton, Inc.
International Public Relations/Public Affairs
466 Lexington Avenue
New York, NY 10017
212 885-0442

July 28, 1997

Mr. Jean-Pierre Vandeloo
Managing Director
Flanders Foreign Investment Office
Government of Flanders
Leuvenseplein 4
B-1000 Brussels
Belgium

Dear Mr. Vandeloo:

We appreciate your 23 July letter of invitation to submit a proposal for the development and organization of a media relations program in support of the 10-11 September investment promotion visit to New York by Minister-President Luc Van den Brande. Provided below are descriptions and cost estimates of the services offered by Hill and Knowlton with respect to the requested media relations program.

PROFESSIONAL SERVICES

A. Develop, Coordinate and Manage Media Promotion Plan:

Hill and Knowlton will prepare a media relations program aimed at both achieving increased awareness in the U.S. business press of the benefits of investing in Flanders and obtaining reporting in Belgium on the Minister-President's efforts in New York.

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Hill and Knowlton will retain a professional still photographer to capture key moments of the visit by the Minister-President and will seek distribution of photos from the luncheon by the major wire services.

G. Monitor Media Coverage:

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COSTS

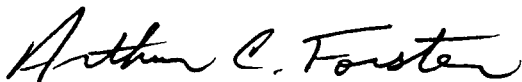
A. Professional Staff Costs for Media Program:	\$12,500
B. Photographer Fees:	\$ 2,500
C. Out-of-Pocket Expenses (Administrative costs, fax, phone, etc.):	\$ 1,250
TOTAL COST OF HILL AND KNOWLTON SERVICES:	\$16,250

TERMS

Hill and Knowlton requests an advance payment of \$4,875 upon signing a standard contract/purchase order for our services. Quadruple copies of the invoice for the remainder of the bill will be submitted after the September 11 luncheon, with payment due 30 days after the end of the month in which the invoice is sent.

We look forward to hearing from you about our proposal and would be most pleased to work with the FFIO in making the Minister-President's visit as effective and successful as possible. Please call me at 212-885-0442, or my colleague Tim Bennett at 212-885-0341, if you need to discuss any aspect of this proposal. I look forward to your response.

Sincerely,

A handwritten signature in cursive script that reads "Arthur C. Forster". The signature is fluid and elegant, with the first letters of the first and last names being capitalized and prominent.

Arthur C. Forster
Senior Managing Director